

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended
December 31, 1998

Commission file number 1-737

TEXAS PACIFIC LAND TRUST
(Exact name of registrant as specified in its charter)

Not Applicable
State or other jurisdiction of
incorporation or organization

75-0279735
(I.R.S. Employer
Identification No.)

80 Broad Street, Suite 2700, New York, New York
(Address of principal executive offices)

10004
(Zip Code)

Registrant's telephone number,
including area code:

(212) 269-2266

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class -----	Name of Each Exchange on Which Registered -----
Sub-shares in Certificate of Proprietary Interest (par value \$.16-2/3 per share)	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [].

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (ss.229,405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

As of January 31, 1999, the aggregate market value of the voting stock held by non-affiliates of the registrant is approximately \$142,575,517.

Documents Incorporated by Reference: None.

ITEM 1: BUSINESS.

(a) General Development of Business. The registrant (hereinafter called "Texas Pacific" or the "Trust") was organized under a Declaration of Trust dated February 1, 1888, to receive and hold title to extensive tracts of land in the State of Texas, previously the property of the Texas and Pacific Railway Company, and to issue transferrable Certificates of Proprietary Interest pro rata to the holders of certain debt securities of the Texas and Pacific Railway Company. The Trustees are empowered under the Declaration of Trust to manage the lands with all the powers of an absolute owner, and to use the lands and the proceeds of sale of the lands, either to pay dividends to the Certificate holders or to buy in and cancel outstanding Certificates. The Trust's income is derived primarily from land sales, oil and gas royalties, grazing leases, and interest. This method of operation has continued through the present. During the last five years there has not been any reorganization, disposition of any material amount of assets not in the ordinary course of business (although in the ordinary course of business Texas Pacific does sell or lease large tracts of land owned by it), or any material change in the mode of conducting business.

Texas Pacific's income from oil and gas royalties has been limited in the past by the level of production authorized for prorated wells each year by

the regulations of the Railroad Commission of Texas. The monthly percentage of allowable production has averaged 100% in recent years but because of the limited capacity of older wells and other operating problems, the percentage permitted by the Commission could not be produced by most operators.

(b) Financial Information about Industry Segments. Texas Pacific does not have identifiable industry segments, although as shown in the Statements of Income included in the financial statements, land sales, oil and gas royalties and interest income are the major contributors to the income of Texas Pacific. The Trust's management views its operations as one segment and believes the only significant activity is managing the land which was conveyed to the Trust in 1888. Managing the land includes sales

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and leases of such land, and the retention of oil and gas royalties. See Statements of Income for additional sources of income for the last three (3) years of Texas Pacific.

(c) Narrative Description of Business. As previously indicated the business done and intended to be done by Texas Pacific consists of sales and leases of land owned by it, retaining oil and gas royalties, temporary cash investments and the overall management of the land owned by it.

(i) During the last three fiscal years the following items have accounted for more than fifteen percent (15%) of income.

	1998	1997	1996
	----	----	----
Land Sales	68%	55%	37%
Oil and Gas Royalties	26%	26%	40%

- (ii) Texas Pacific is not in the business of development of new products.
- (iii) Raw materials are not necessary to the business of Texas Pacific.
- (iv) Patents, trademarks, licenses, franchises or concessions held are not material to any business of Texas Pacific.
- (v) The business of Texas Pacific is not seasonal in nature.
- (vi) The business of Texas Pacific does not require Texas Pacific to maintain any particular amount or item of working capital.

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- (vii) Texas Pacific Land Trust received \$696,073 or 28 percent of its oil and gas royalty income from 88 leases operated by Texaco Inc.
- (viii) Backlogs are not relevant to an understanding of Texas Pacific's business.
- (ix) No material portion of Texas Pacific business is subject to renegotiation or termination at the election of the Government.
- (x) The Trust does not have competitors as such in that it sells, leases and generally manages land owned by it and to that extent any owner of property located in areas comparable to the Trust is a potential competitor.
- (xi) Research activities relating to the development of new products or services or to the improvement of existing products or services are not material to the Trust's business.
- (xii) Compliance with Federal, State and local provisions that

have been enacted or adopted regulating the discharge of materials into the environment, or otherwise relating to the protection of the environment, have had no material effect upon the capital expenditures, earnings and competitive position of Texas Pacific. To date Texas Pacific has not been called upon to expend any funds for these purposes.

(xiii) Texas Pacific has nine (9) full-time employees.

(d) Financial Information about Foreign and Domestic Operations and Export Sales. Texas Pacific does not and has not during the preceding three (3) fiscal years had any export sales or foreign operations and the only geographic area in the United States in which land is sold or income derived is Texas.

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ITEM 2: PROPERTIES.

Texas Pacific Land Trust owns the surface estate in approximately 1,060,837 acres of land located in 21 counties in the western part of Texas. Also, the Trust owns a 1/128 nonparticipating perpetual oil and gas royalty interest under 85,413 acres of land and a 1/16 nonparticipating perpetual oil and gas royalty interest under 386,988 acres of land in the western part of Texas. At December 31, 1998, grazing leases were in effect on 97.5 percent or approximately 1,034,834 acres of the Trust's land. Approximately 31,962 acres of land were sold in 1998. The Trust leases office space in Dallas and El Paso, Texas and New York, New York.

ITEM 3: LEGAL PROCEEDINGS.

Texas Pacific is not involved in any material pending legal proceedings.

ITEM 4: SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

This item is not applicable to Texas Pacific.

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ITEM 5: MARKET FOR SUB-SHARE CERTIFICATES AND RELATED SECURITY HOLDER MATTERS.

The range of reported sales for sub-shares on the New York Stock Exchange for the past two years has been as follows:

<TABLE>
<CAPTION>

	1998		1997	
	HIGH	LOW	HIGH	LOW
<S>	-----	-----	-----	-----
1st Quarter	\$48	\$38 15/16	\$29 3/4	\$26 1/2
2nd Quarter	47 1/8	39 1/8	36	29 3/8
3rd Quarter	43 7/16	35 3/4	58 3/8	34 7/8
4th Quarter	54 5/8	39 1/4	56	34 1/2

Certificates of Proprietary Interest and sub-shares are interchangeable in the ratio of one certificate for 600 sub-shares or 600 sub-shares for one Certificate of Proprietary Interest. Texas Pacific has paid a dividend once a year for the preceding 43 years. The dividend was \$.40 per sub-share in 1998 and 1997. Texas Pacific is not a party to any agreement that would limit its ability to pay dividends in the future, although any future dividends are subject to sufficient earnings of the Trust being accomplished.

The approximate number of holders of Certificates of Proprietary Interest and sub-shares as of January 31, 1999 were:

Certificates of Proprietary Interest	1
Sub-shares in Certificates of Proprietary Interest	940

TOTAL

941
===

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ITEM 6: SELECTED FINANCIAL DATA.

<TABLE>
<CAPTION>

SUMMARY OF SELECTED FINANCIAL DATA

	1998	1997	1996	1995	1994
	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>
Gross revenue	\$10,479,670	\$13,075,037	\$ 8,581,087	\$ 6,440,285	\$ 9,102,833
Expenses	1,638,132	3,243,920	2,442,527	1,688,567	1,792,839
	-----	-----	-----	-----	-----
Income before provision for Federal income taxes	8,841,538	9,831,117	6,138,560	4,751,718	7,309,994
Provision for Federal income taxes	2,808,277	3,124,376	1,874,287	1,422,817	2,336,325
	-----	-----	-----	-----	-----
Net income	\$ 6,033,261	\$ 6,706,741	\$ 4,264,273	\$ 3,328,901	\$ 4,973,669
	=====	=====	=====	=====	=====
Net income per Sub-share	\$ 2.22	\$ 2.39	\$ 1.46	\$ 1.09	\$ 1.58
Dividends per Sub-share	\$.40	\$.40	\$.40	\$.40	\$.40
Average number of Sub-shares outstanding	2,717,872	2,809,313	2,913,913	3,038,847	3,149,609
	=====	=====	=====	=====	=====
Total assets, exclusive of property with no assigned value	\$18,856,414	\$16,673,289	\$13,710,234	\$13,901,804	\$14,971,994
	=====	=====	=====	=====	=====

</TABLE>

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ITEM 7: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Earnings per sub-share certificate for 1998 were \$2.22 compared to \$2.39 in 1997 and \$1.46 in 1996. Total revenues in 1998 were \$10,479,670, and in 1997 \$13,075,037, and in 1996 \$8,581,087.

Land sales in 1998 were \$5,020,462 compared to \$7,152,032 in 1997, and \$3,164,000 in 1996. A total of 31,962 acres were sold in 1998 at an average price of \$157 per acre, compared to 10,468 acres in 1997 and 3,546 acres in 1996 at an average price per acre of \$683 and \$892, respectively.

Land Sales may vary widely from year to year and quarter to quarter. The total dollar amount, the average price per acre, and the number of acres sold in any one year or quarter should not be assumed to be indicative of land sales in the future. The Trust is a passive seller of land; it does not

actively solicit sales of land. The demand for and the sales price of any particular tract of the Trust's land is influenced by many factors including the national and local economies, the rate of residential and commercial development in nearby areas, livestock carrying capacity, and the conditions of the local agricultural industry which itself is influenced by range conditions and prices for livestock and other agricultural products. Approximately 99% of the Trust's land is classified as ranch land and intermingled with other ownerships to form ranching units. Ranch land sales are, therefore, largely dependent on the actions of the adjoining landowners.

Rentals, royalties and other income were \$5,459,208 in 1998 compared to \$5,923,005 in 1997 and \$5,417,087 in 1996.

Oil and gas royalty revenue was \$2,488,439 in 1998 compared to \$3,440,800 in 1997 and \$3,416,574 in 1996. Oil royalty revenue was \$1,625,336 and gas royalty revenue was \$863,103 in 1998. Crude oil production from Trust royalty wells decreased 9/10 of one percent and the average price received for crude oil decreased 32.0%. Total gas production decreased 3.2% and the average price for gas decreased 13.3%. The average price per royalty barrel of crude oil for 1998, 1997, and 1996 was \$13.51, \$19.86 and \$20.16 respectively. The Trust's oil and gas royalty income is from perpetual non participating royalty interests. The Trust has no control over changes in production or prices of oil and gas. Increased activity in oil and gas via seismic and drilling began in 1997 and carried into 1998. There were 120 well completions with Trust Royalty interest in 1998, the highest number since 1959; however, the 1998 decreased oil prices has brought the increased drilling activity to a virtual stand still by years end.

Interest revenue was \$1,004,124 in 1998 compared to \$802,296 in 1997 and \$486,318 in 1996. Interest on notes receivable amounted to \$905,451 in 1998, \$693,569 in 1997 and \$379,454 in 1996. At 1998 year end, notes receivable from land sales was \$11,006,307 compared to \$9,307,218 in 1997 and \$5,067,778 in 1996. Sundry interest amounted to \$98,673 in 1998, \$108,727 in 1997 and \$106,864 in 1996.

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Sundry income revenue in 1998 was \$1,436,316 compared to \$1,154,350 in 1997 and \$978,945 in 1996. The sundry income has been increased significantly each of the past three years from seismic revenue and pipeline easement revenue which are not predictable as future sources of income.

Taxes, other than Federal income taxes, were \$459,168 in 1998 compared to \$522,861 in 1997 and \$588,369 in 1996. Oil and gas production taxes were \$140,588 in 1998 compared to \$189,912 in 1997 and \$187,484 in 1996. Ad valorem taxes were \$281,264 in 1998 compared to \$298,406 in 1997 and \$368,541 in 1996. Basis in real estate sold was \$44,817 in 1998, \$1,568,074 in 1997 and \$809,367 in 1996. All other expenses were \$1,134,147 in 1998, \$1,152,985 in 1997, and \$1,044,791 in 1996.

The Trust's oil and gas royalty revenue, lease rentals, and receipts of interests and principal payments on notes receivable have generated more than adequate amounts of cash to meet the Trust's needs and should continue to do so in the foreseeable future.

Year 2000 Issue

The Trust recognizes that the arrival of the Year 2000 poses a unique challenge to the ability of an entity's information technology system and non-information technology systems to recognize the date change from December 31, 1999, to January 1, 2000. The Trust has assessed and made certain changes to provide for continued functionality of its systems. An assessment of the readiness of the Trust's external entities, such as vendors, customers, payment systems and others is ongoing. Due to the nature and extent of the Trust's operations that are effected by Year 2000 issues, the Trust does not believe that Year 2000 issues will have a material adverse effect on the business operation or the financial performance of the Trust. There can be no assurance, however, that Year 2000 issues will not adversely effect the Trust or its business.

The Trust believes that the cost to make appropriate changes to its internal and external systems will not be significant and that such costs will be funded completely through operations.

Words or phrases when used in this Form 10-K or other filings with the Securities and Exchange Commission, such as "does not believe" and "believes", or similar expressions are intended to identify "forwardlooking statements" within the meaning of the Private Securities Litigation Reform Act of 1995.

ITEM 7.a: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

The Trust's primary market risk exposure relates to changes in interest rates related to its notes receivable. To limit the impact of interest rate changes, the Trust enters into fixed rate notes receivable that approximate the current interest rate for land sales at the time. As a result, the Trust's only interest rate risk is the opportunity loss should interest rates increase. The following table summarizes expected maturities of the Trust's notes receivable. As the interest rates represent rates which management believes are current rates on similar land sales, the Trust believes the fair value of its notes receivable

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approximate the carrying amounts.

<TABLE>
<CAPTION>

Year ending December 31 -----	Maturity -----
<S>	<C>
1999	\$ 906,101
2000	1,303,490
2001	990,227
2002	577,011
2003	630,328
Thereafter	6,599,150

	\$11,006,307

</TABLE>

The Trust's remaining financial instruments consist of cash, temporary cash investments and accounts payable and other liabilities and the carrying amount of these instruments approximate fair value due to the short-term nature of these instruments.

ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

See Index to Financial Statements attached hereto.

ITEM 9: CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS AND FINANCIAL DISCLOSURES.

This item is not applicable to Texas Pacific.

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ITEM 10: DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.

<TABLE>
<CAPTION>

(a) Directors:

NAME ----	AGE ---	POSITION AND OFFICES HELD WITH REGISTRANT -----	PERIOD DURING WHICH PERSON HAS SERVED IN OFFICE -----
<S>	<C>	<C>	<C>
George C. Fraser III	76	Trustee and Chairman of the Trustees	Trustee since 10/01/61
Maurice Meyer III	63	Trustee and Member of Audit Committee	Trustee since 02/28/91
Joe R. Clark	71	Trustee and Member of Audit Committee	Trustee since 02/20/87

(b) Executive Officers:

NAME ----	AGE ---	POSITION AND OFFICES HELD WITH REGISTRANT -----	PERIOD DURING WHICH PERSON HAS SERVED IN OFFICE -----
George C. Fraser III	76	Trustee and Chairman of the Trustees	Chairman of Trustees since 02/28/91
Roy Thomas	52	General Agent and	General Agent of Texas

</TABLE>

The Chairman of the Trustees holds office until his death, resignation or disqualification. General Agent and Secretary holds office until his death, resignation, discharge or retirement pursuant to Texas Pacific Land Trust Employees' Pension Plan. No executive officer was selected to be an officer pursuant to any arrangement or understanding between him and any other person or persons other than the Trustees acting solely in their capacity as such.

(c) Certain Significant Employees. The Trust does not employ any person who is not an executive officer who makes or is expected to make significant contributions to the business of the Trust.

(d) Family Relations. There is no family relationship between any Trustee and any other Trustee or any executive officer of the registrant.

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(e) Business Experience.

NAME OF TRUSTEE OR EXECUTIVE OFFICER - - - - -	PRINCIPAL OCCUPATION OR EMPLOYMENT DURING THE PAST FIVE YEARS - - - - -
George C. Fraser III	Chairman of the Trustees of Texas Pacific Land Trust; geologist - Self-employed as independent oil & gas producer and operator, Abilene, Texas
Maurice Meyer III	Former Vice Chairman of Henderson Brothers
Joe R. Clark	Personal investments. Former President of Texas Pacific Oil Company, Inc.
Roy Thomas	Assistant General Agent of Texas Pacific Land Trust and General Agent of Texas Pacific Land Trust

(f) Involvement in Certain Legal Proceedings. During the past five years, no Director or Executive Officer is or has been involved in any event reportable under this caption.

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ITEM 11: EXECUTIVE COMPENSATION.

REMUNERATION TABLE

<TABLE>
 <CAPTION>

(A) NAME OF INDIVIDUALS - - - - - <S>	(B) CAPACITIES IN WHICH SERVED - - - - - <C>	(C) CASH & CASH EQUIVALENT FORMS OF REMUNERATION SERVED - - - - - <C> (C1) Salaries, Fees, Director's Fees,	(D) AGGREGATE OF CONTINGENT FORMS OF REMUNERATION - - - - - <C> (C2) Securities of Property, In- surance Benefits
---	--	---	--

		Commissions and Bonuses -----	or Reimbursements; Personal Benefits -----	
Roy Thomas	Secretary & General Agent	\$121,125	(1)	(2)
All Officers & Directors as a Group (four in number) </TABLE>	Trustees in- cluding Chairman; General Agent	\$129,125	(1)	(2)

- (1) During the year ending December 31, 1998, no Trustee or executive officer of the registrant received any compensation for services to the registrant in the form of securities or property, life or health insurance, medical reimbursement, personal benefits or other unreported compensation except for certain personal benefits such that the extent to which they were personal rather than business cannot be specifically or precisely ascertained without unreasonable effort or expenses and which did not in any event exceed the minimum reportable amount under this caption.
- (2) The registrant maintains Texas Pacific Land Trust Employees' Pension Plan, a non-contributory defined benefit pension plan qualified under Section 401 of the Internal Revenue Code in which the employees, excluding the Trustees, participate. The amount of the registrant's contribution, payment or accrual in respect to Mr. Thomas is not and cannot readily be separately or individually calculated by the regular actuaries for the Plan. Based upon the Plan formula of 1-1/2% of each covered year times the average salary of the last five years, Mr. Thomas is estimated to have retirement benefits of \$49,055 per year upon retirement at age 65. Total compensation paid during 1998 to the nine (9) employees covered by the

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Employees' Pension Plan was \$527,734. No contribution was made to the plan in 1998. The remuneration covered by the plan is salary.

Effective January 1, 1998, the Trust implemented a defined contribution plan available to all regular employees having one or more years of continuous service. Contributions are at the discretion of the Trustees of the Trust. During 1998, the Trust contributed \$28,409.

- (3) The Chairman of the Trustees receives the sum of four thousand dollars per year as compensation for his services, and the other two trustees receive the sum of two thousand dollars per year for their services.
- (4) There is no compensation plan or arrangement with respect to any individual named in the remuneration table that results, or will result, from the resignation, retirement or any other termination of such individual's employment or from a change in control of Texas Pacific or in a change in the individual's responsibilities following a change in control of Texas Pacific.

ITEM 12: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

(a) Security Ownership of Certain Beneficial Owners. No person or group owns of record, or is known by Texas Pacific to own beneficially, more than 5% of any class of voting certificates of Texas Pacific, treating the interchangeable Certificates of Proprietary Interest and Sub-Share Certificates as a single class for this purpose.

(b) Security Ownership of Management: The following table gives the information indicated as to equity securities (Certificates of Proprietary Interest and Sub-Share Certificates) of Texas Pacific beneficially owned directly or indirectly by all trustees, naming them, and by all trustees and officers of the registrant, as a group:

TITLE AND CLASS (1)	NAME OF BENEFICIAL OWNER	AMOUNT AND NATURE	
		OF OWNERSHIP ON JANUARY 31, 1998	PERCENT OF CLASS
-----	-----	-----	-----

Sub-share certificates:	George C. Fraser III	28,420 (2)	1.06%
Sub-share certificates:	Maurice Meyer III	14,950 (3)	.56%
Sub-share certificates:	Joe R. Clark	500	.02%
Sub-share certificates:	All Trustees and Officers as a Group	43,870	1.64%

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- (1) The sub-shares and the Certificates of Proprietary Interest are freely interchangeable in the ratio of one Certificate of Proprietary Interest for six hundred sub-shares or six hundred sub-shares for one Certificate of Proprietary Interest, and are deemed to constitute a single class. On December 31, 1998, no trustee or officer was the beneficial owner, directly or indirectly, of any Certificates of Proprietary Interest.
- (2) Does include 600 sub-shares owned by a trust of which Mr. Fraser is a trustee and beneficiary.
- (3) Does not include 2,300 sub-shares owned by the wife of Mr. Maurice Meyer III in which Mr. Meyer disclaims any beneficial ownership.

(c) Changes in Control. Texas Pacific has no knowledge of any arrangement that may result in any change of the control of the Trust.

ITEM 13: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

(a) Transaction with management and others. There are no reportable transactions or currently proposed transactions between Texas Pacific and any Trustee or executive officer of Texas Pacific or any nominee for election as Trustee or any security holder of Texas Pacific or any member of the immediate family of the foregoing persons.

(b) Certain business relationships. There are no relationships existing or have ever existed concerning Trustees or nominees for Trustee that are required to be disclosed under this paragraph.

(c) Indebtedness of Management. There are no persons indebted to Texas Pacific in an amount in excess of \$60,000 that are required to be disclosed under this paragraph.

(d) Transactions with Promoters. Texas Pacific has not been organized within the last five years and disclosure under this paragraph is not applicable to Texas Pacific.

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ITEM 14: EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORT ON FORM 8-K.

(a) Financial Statements.

1. All schedules have been omitted because the required information is contained in the financial statements or related notes, or is not applicable or immaterial.
2. Exhibits required by Item 7 Regulation S-K
 - a. Annual Report to Security Holders
 - b. Copy of Trust Indenture
 - c. Exhibit No. 27 Financial Data Schedule

(b) No reports on Form 8-K have been filed for the last quarter of the period covered by this report.

(c) See (a) (2) above.

(d) See (a) (1) above.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) TEXAS PACIFIC LAND TRUST

By: /s/ GEORGE C. FRASER III

George C. Fraser III
Chief Executive Officer

Date: March 24, 1999

By: /s/ ROY THOMAS

ROY THOMAS
Chief Financial and Chief
Accounting Officer

Date: March 29, 1999

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ GEORGE C. FRASER III

George C. Fraser III, Trustee

Date: March 24, 1999

By: /s/ JOE R. CLARK

Joe R. Clark, Trustee

Date: March 29, 1999

By: /s/ MAURICE MEYER III

Maurice Meyer III, Trustee

Date: March 26, 1999

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TEXAS PACIFIC LAND TRUST
Index to Financial Statements

Independent Auditors' Report

Balance Sheets - December 31, 1998, and 1997

Statements of Income - Years ended December 31, 1998, 1997 and 1996

Statements of Net Proceeds from All Sources - Years ended December 31, 1998,
1997, and 1996

Statements of Cash Flows - Years ended December 31, 1998, 1997, and 1996

Notes to Financial Statements

Schedules- All schedules have been omitted because the required information is
contained in the financial statements of related notes, or is not
applicable.

[LOGO]

TEXAS PACIFIC LAND TRUST

Financial Statements

December 31, 1998, 1997 and 1996

(With Independent Auditors' Report Thereon)

[KPMG LLP LETTERHEAD]

INDEPENDENT AUDITORS' REPORT

The Trustees and Certificate Holders
Texas Pacific Land Trust:

We have audited the accompanying balance sheets of Texas Pacific Land Trust as of December 31, 1998 and 1997, and the related statements of income, net proceeds from all sources, and cash flows for each of the years in the three-year period ended December 31, 1998. These financial statements are the responsibility of the Trust's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing

standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Texas Pacific Land Trust as of December 31, 1998 and 1997, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 1998, in conformity with generally accepted accounting principles.

/s/ KPMG LLP

Dallas, Texas
January 29, 1999

TEXAS PACIFIC LAND TRUST
Balance Sheets
December 31, 1998 and 1997

<TABLE>
<CAPTION>

Assets	1998 -----	1997 -----
<S>	<C>	<C>
Cash	\$ 147,375	112,591
Temporary cash investments - at cost which approximates market	2,450,000	1,800,000
Notes receivable for land sales (\$906,101 due in 1998 and \$799,166 due in 1997) (note 1)	11,006,307	9,307,218
Prepaid Insurance	41,059	45,500
Other assets	664,030	798,455
Real estate acquired through foreclosure (note 3)	4,422,078	4,466,895
Water wells, leasehold improvements, furniture and equipment - at cost less accumulated depreciation	125,565	142,630
Property, no value assigned (note 1):		
Land (surface rights) situated in twenty-one counties in Texas - 1,034,386.64 acres in 1998 and 1,065,481.33 acres in 1997	--	--
Town lots in Iatan, Loraine, and Morita, Texas - 628 lots	--	--
1/16 nonparticipating perpetual royalty interest in 386,987.70 acres	--	--
1/128 nonparticipating perpetual royalty interest in 85,413.60 acres	--	--
	-----	-----
	\$18,856,414	16,673,289
	=====	=====
Liabilities and Capital		
Accounts payable and other liabilities	\$ 9,064	93,072
Federal income taxes	348,311	42,783
Other taxes	16,854	24,372
Deferred taxes (note 5)	4,840,479	4,291,856
	-----	-----
Total liabilities	5,214,708	4,452,083
	-----	-----
Capital (notes 1 and 6):		
Certificates of Proprietary Interest, par value \$100 each; outstanding 1 certificate	--	--
Sub-share Certificates in Certificates of Proprietary Interest, par value \$.16-2/3 each; outstanding 2,669,805 Sub-shares in 1998 and 2,753,205 Sub-shares in 1997	--	--
Net proceeds from all sources	13,641,706	12,221,206
	-----	-----
Total capital	13,641,706	12,221,206
	-----	-----
	\$18,856,414	16,673,289
	=====	=====

</TABLE>

See accompanying notes to financial statements.

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TEXAS PACIFIC LAND TRUST

Statements of Income

Years ended December 31, 1998, 1997 and 1996

<TABLE>
<CAPTION>

	1998	1997	1996
	-----	-----	-----
<S>	<C>	<C>	<C>
Income:			
Oil and gas royalties	\$ 2,488,439	3,440,800	3,416,574
Grazing lease rentals	530,329	525,559	535,250
Land sales	5,020,462	7,152,032	3,164,000
Interest	1,004,124	802,296	486,318
Easements and sundry income	1,436,316	1,154,350	978,945
	-----	-----	-----
	10,479,670	13,075,037	8,581,087
	-----	-----	-----
Expenses:			
Taxes, other than Federal income taxes	459,168	522,861	588,369
Salaries and related employee benefits	556,143	484,779	446,637
General expense, supplies and travel	398,692	491,395	430,583
Basis in real estate sold	44,817	1,568,074	809,367
Legal and professional fees	109,615	103,120	103,870
Commissions to local agents	1,376	16,490	39,975
Depreciation	60,321	49,201	15,726
Trustees' compensation	8,000	8,000	8,000
	-----	-----	-----
	1,638,132	3,243,920	2,442,527
	-----	-----	-----
Income before provision for Federal income taxes	8,841,538	9,831,117	6,138,560
	-----	-----	-----
Provision for Federal income taxes (note 5):			
Current	2,259,654	2,220,902	1,780,222
Deferred	548,623	903,474	94,065
	-----	-----	-----
	2,808,277	3,124,376	1,874,287
	-----	-----	-----
Net income	\$ 6,033,261	6,706,741	4,264,273
	=====	=====	=====
Net income per Sub-share Certificate	\$ 2.22	2.39	1.46
	=====	=====	=====

</TABLE>

See accompanying notes to financial statements.

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TEXAS PACIFIC LAND TRUST

Statements of Net Proceeds from All Sources

Years ended December 31, 1998, 1997 and 1996

<TABLE>
<CAPTION>

1998	1997	1996
-----	-----	-----

<S>	<C>	<C>	<C>
Balance at beginning of year	\$12,221,206	10,125,656	10,294,628
Add: Net income for year	6,033,261	6,706,741	4,264,273
	-----	-----	-----
	18,254,467	16,832,397	14,558,901
	-----	-----	-----
Deduct:			
Cost of Sub-share Certificates in Certificates of Proprietary Interest purchased and cancelled - 83,400 Sub-shares in 1998, 94,900 Sub-shares in 1997 and 114,300 Sub-shares in 1996	3,509,959	3,476,309	3,254,443
Dividends paid - per Certificate of Proprietary Interest - \$240 in 1998, 1997 and 1996; per Sub-share Certificate - \$0.40 in 1998, 1997 and 1996	1,102,802	1,134,882	1,178,802
	-----	-----	-----
	4,612,761	4,611,191	4,433,245
	-----	-----	-----
Balance at end of year	\$13,641,706	12,221,206	10,125,656
	=====	=====	=====

</TABLE>

See accompanying notes to financial statements.

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TEXAS PACIFIC LAND TRUST

Statements of Cash Flows

Years ended December 31, 1998, 1997 and 1996

<TABLE> <CAPTION>	1998	1997	1996
-	-----	-----	-----
<S>	<C>	<C>	<C>
Cash flows from operating activities:			
Net income	\$ 6,033,261	6,706,741	4,264,273
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	60,321	49,201	15,726
Deferred taxes	548,623	903,474	94,065
Change in assets and liabilities:			
New notes receivable from land sales	(3,053,978)	(4,905,315)	(2,217,546)
Payments received on notes receivable	1,354,889	665,875	658,776
Real estate acquired through foreclosure	44,817	1,568,074	809,367
Prepaid insurance and other assets	138,866	(158,966)	(213,560)
Accounts payable and other liabilities	(84,008)	23,038	14,988
Federal income and other taxes payable	298,010	(59,007)	(131,651)
	-----	-----	-----
Net cash provided by operating activities	5,340,801	4,793,115	3,294,438
	-----	-----	-----
Cash flows from investing activities:			
Additions to water wells, leasehold improvements, furniture and equipment	(56,243)	(78,731)	(108,653)
Retirements of water wells, leasehold improvements, furniture and equipment	12,987	14,500	19,373
	-----	-----	-----
Net cash used in investing activities	(43,256)	(64,231)	(89,280)
	-----	-----	-----
Cash flows from financing activities:			
Purchase of Sub-share Certificates in Certificates of Proprietary Interest	(3,509,959)	(3,476,309)	(3,254,443)
Dividends	(1,102,802)	(1,134,882)	
(1,178,802)	-----	-----	-----

Net cash used in financing activities	(4,612,761)	(4,611,191)	(4,433,245)
-	-----	-----	-----
Net increase (decrease) in cash and temporary cash investments	684,784	117,693	(1,228,087)
Cash and temporary cash investments at beginning of year	1,912,591	1,794,898	3,022,985
-	-----	-----	-----
Cash and temporary cash investments at end of year	\$ 2,597,375	1,912,591	1,794,898
	=====	=====	=====

</TABLE>

See accompanying notes to financial statements.

TEXAS PACIFIC LAND TRUST

Notes to Financial Statements

December 31, 1998, 1997 and 1996

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) GENERAL

The fair market value of the Texas Pacific Land Trust's (Trust) land and royalty interests was not determined in 1888 when the Trust was formed; therefore, no value is assigned to the land, town lots, royalty interests, Certificates of Proprietary Interest and Sub-share Certificates in Certificates of Proprietary Interest in the accompanying balance sheets. Consequently, in the statements of income, no allowance is made for depletion and no cost is deducted from the proceeds of original land sales. Even though the 1888 value of the real properties cannot be precisely determined, the Trustees have concluded that the effect of this matter can no longer be significant to the Trust's financial position or results of operations. For Federal income tax purposes, however, deductions are made for depletion, computed on the statutory percentage basis of income received from royalties.

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

(b) REVENUE RECOGNITION AND NOTES RECEIVABLE

The Trust generally receives cash payments on land sales of 25% or more within the first year of such sales. Thereafter, annual principal and interest payments are required by the Trust. Accordingly, income is recognized on land sales during the periods in which such sales are closed and sufficient amounts of cash down payments are received. For Federal income tax purposes, such sales are recognized on the installment method. The installment method is also used for sales not meeting the minimum down payment requirements.

Notes receivable related to land sales bear interest rates ranging from 8.75% to 11% as of December 31, 1998 and are secured by first lien deeds of trust on the properties sold. The weighted average interest rate is 9.12% as of December 31, 1998. The annual installments on notes are generally payable over terms of 3 to 15 years. There is no penalty for prepayment of principal, and prepayments in 1998, 1997 and 1996 were \$575,428, \$105,854 and \$146,230, respectively. The interest rates on notes receivable are considered comparable with current rates on similar land sales and, accordingly, the carrying value of such notes receivable approximates fair value. There was no allowance for uncollectible accounts at December 31, 1998, 1997 or 1996.

One customer represented approximately 15% and 19% and another represented approximately 14% and 17% of the Trust's notes receivable balance at December 31, 1998 and 1997, respectively.

TEXAS PACIFIC LAND TRUST

Notes to Financial Statements

December 31, 1998, 1997 and 1996

The maturities of notes receivable for each of the five years subsequent to December 31, 1998 are:

Years ending December 31:

1999	\$ 906,101
2000	1,303,490
2001	990,227
2002	577,011
2003	630,328

As of December 31, 1998, there were no significant delinquencies in the Trust's notes receivable. The Trust reviews its aging, financial operations information on its debtors and estimated fair value of collateral held as security to determine an appropriate allowance for delinquencies, if any.

The Trust's oil and gas royalty interest, grazing and lease rentals and easement and sundry income are recorded on a cash basis, which approximates the accrual method.

(c) NET INCOME PER SUB-SHARE

The cost of Sub-share Certificates purchased and retired is charged to net proceeds from all sources. Net income per Sub-share Certificate is based on the weighted average number of Sub-share Certificates in Certificates of Proprietary Interest and equivalent Sub-share Certificates of Proprietary Interest outstanding during each period (2,717,872 in 1998, 2,809,313 in 1997 and 2,913,913 in 1996).

(d) CASH FLOWS

Temporary cash investments at December 31, 1998 and 1997 consist primarily of commercial paper. For purposes of the statements of cash flows, the Trust considers all highly liquid debt instruments with original maturities of three months or less to be temporary cash investments. Cash disbursed for income taxes in 1998, 1997 and 1996 was \$1,954,126, \$2,277,943 and \$1,920,810, respectively.

(e) DEPRECIATION

Provision for depreciation of depreciable assets is made by charges to income at straight-line and accelerated rates considered to be adequate to amortize the cost of such assets over their useful lives.

(f) INCOME TAXES

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

TEXAS PACIFIC LAND TRUST

Notes to Financial Statements

December 31, 1998, 1997 and 1996

(2) SEGMENT INFORMATION

In June 1997, the Financial Accounting Standards Board (FASB) issued SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information. SFAS No. 131 establishes standards for the way public business enterprises are to report information about operating segments. SFAS No. 131 utilizes the management approach as a basis for identifying reportable segments. The management approach is based on the way that management organizes the segments within the enterprise for making operating decisions and assessing performance. The Trust's management views its operations as one segment and believes the only significant activity is managing the land which was conveyed to the Trust in 1888. Managing the land includes sales and leases of such land, and the retention of oil and gas royalties.

(3) REAL ESTATE ACQUIRED THROUGH FORECLOSURE

Real estate acquired through foreclosure is carried at the lower of cost or fair value less disposition costs at the date of foreclosure. Cost is considered to be the aggregate of the outstanding principal balance, accrued interest, past due ad valorem taxes and other fees incurred relating to the foreclosure. Valuations are periodically performed or obtained by management whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, and any further losses are recorded by a charge to operations and a valuation allowance (none at December 31, 1998, 1997 or 1996) if the carrying value of the property exceeds its estimated fair value.

Real estate acquired through foreclosure included the following activity for the years ended December 31, 1998 and 1997:

<TABLE>
<CAPTION>

	1998		1997	
	ACRES	BOOK VALUE	ACRES	BOOK VALUE
<S>	<C>	<C>	<C>	<C>
Balance at January 1	27,585.95	\$4,466,895	27,830.19	\$6,034,969
Sales	1,135.32	44,817	244.24	1,568,074
Balance at December 31	26,450.63	\$4,422,078	27,585.95	\$4,466,895

</TABLE>

TEXAS PACIFIC LAND TRUST

Notes to Financial Statements

December 31, 1998, 1997 and 1996

(4) EMPLOYEE BENEFIT PLANS

The Trust has a noncontributory pension plan (Plan) available to all regular employees having one or more years of continuous service. The Plan provides for normal retirement at age 65. Contributions to the Plan reflect benefits attributed to employees' services to date, as well as services expected in the future. Plan assets consist primarily of investments in NationsBank Texas, N.A. Common Trust Fund.

The following table sets forth the Plan's changes in benefit obligation, fair value of plan assets, funded status and weighted average assumptions as of December 31, 1998 and 1997:

	1998 -----	1997 -----
Change in benefits obligation:		
Benefit obligation at beginning of year	\$ 1,336,308	1,234,252
Service cost	47,470	40,717
Interest cost	88,021	90,989
Amendments	--	71,800
Actuarial (gain) loss	8,221	(13,993)
Benefits paid	(71,789)	(87,457)
	-----	-----
Benefit obligation at end of year	\$ 1,408,231	1,336,308
	=====	=====
Change in plan assets:		
Fair value of plan assets at beginning of year:	\$ 1,703,767	1,546,566
Actual return on plan assets	181,257	244,658
Benefits paid	(71,789)	(87,457)
	-----	-----
Fair value of plan assets at end of year	\$ 1,813,235	1,703,767
	=====	=====
Funded status	\$ 405,004	367,459
Unrecognized net actuarial gain	(194,021)	(141,716)
Unrecognized prior service cost	89,509	99,949
Unrecognized portion of net asset existing at January 1, 1987	(92,865)	(116,083)
	-----	-----
Prepaid benefit cost	\$ 207,627	209,609
	=====	=====

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TEXAS PACIFIC LAND TRUST

Notes to Financial Statements

December 31, 1998, 1997 and 1996

<TABLE>
<CAPTION>

	1998 ----	1997 ----
<S>	<C>	<C>
Weighted average assumptions as of December 31:		
Discount rate	7.25%	7.50%
Expected return on plan assets	7.00	7.00
Rate of compensation increase	7.79	7.79

Net periodic benefit costs for the year ended December 31, 1998, 1997 and 1996 include the following components:

	1998 -----	1997 -----	1996 -----
-			
Components of net periodic benefit costs:			
Service cost	\$ 47,470	40,717	36,641
Interest cost	88,021	90,989	87,167
Expected return on plan assets	(116,751)	(104,778)	(100,524)
Amortization of the unrecognized transition asset	(23,218)	(23,218)	(23,218)
Amortization of unrecognized gains	(3,980)	--	--
Amortization of prior service cost	10,440	10,440	4,980
	-----	-----	-----
Net periodic benefit costs	\$ 1,982	14,150	5,046
	=====	=====	=====

</TABLE>

Effective January 1, 1998, the Trust implemented a defined contribution plan available to all regular employees having one or more years of continuous service. Contributions are at the discretion of the Trustees of the Trust. During 1998, the Trust contributed approximately \$28,000.

The Trust is taxed as if it were a corporation. Total income tax expense differed from the amounts computed by applying the U.S. federal income tax rate of 34% to pretax income before provision for federal income taxes as a result of the following:

<TABLE>

<CAPTION>

	1998 -----	1997 -----	1996 -----
<S>	<C>	<C>	<C>
Computed tax expense at the statutory rate	\$ 3,006,123	3,342,580	2,087,110
Reduction in income taxes resulting from:			
Statutory depletion	(150,526)	(207,043)	(203,688)
Other, net	(47,320)	(11,161)	(9,135)
	-----	-----	-----
	\$ 2,808,277	3,124,376	1,874,287
	=====	=====	=====

</TABLE>

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TEXAS PACIFIC LAND TRUST

Notes to Financial Statements

December 31, 1998, 1997 and 1996

The tax effects of temporary differences that give rise to significant portions of the deferred tax liabilities at December 31, 1998 and 1997 are as follows:

<TABLE>

<CAPTION>

	1998 -----	1997 -----
<S>	<C>	<C>
Basis differences in real estate acquired through foreclosure	\$1,269,097	1,280,535
Deferred installment revenue on land sales for tax purposes	3,571,383	3,011,321
	-----	-----
Total deferred tax liability	\$4,840,480	4,291,856
	=====	=====

</TABLE>

(6) CAPITAL

Certificates of Proprietary Interest (Certificates) and Sub-share Certificates in Certificates of Proprietary Interest (Sub-shares) are exchangeable in the ratio of one Certificate to 600 Sub-shares. No Certificates were exchanged for Sub-shares in 1998, 1997 or 1996.

The number of Certificates authorized for issuance at a given date is the number then outstanding plus one/six-hundredth of the number of Sub-shares then outstanding. The number of Sub-shares authorized for issuance at a given date is the number then outstanding plus six hundred times the number of Certificates then outstanding.

The Declaration of Trust was executed and delivered in New York. In the opinion of counsel for the Trust, under the laws of the State of New York, the Certificate and Sub-share Certificate holders are not subject to any personal liability for the acts or obligations of the Trust.

The assets of the Trust are located in Texas. In the opinion of Texas counsel, under the laws of the State of Texas, the Certificate and Sub-share Certificate holders may be held personally liable with respect to claims against the Trust, but only after the assets of the Trust first have been exhausted.

(7) OIL AND GAS PRODUCING ACTIVITIES (UNAUDITED)

The Trust's share of oil and gas produced, all of which is from royalty interests, was as follows for the years ended December 31, 1998, 1997 and 1996, respectively: oil (in barrels) - 120,334, 121,415 and 120,432,

and gas (in thousands of cubic feet) - 389,698, 402,447 and 444,353. Reserves related to the Trust's royalty interests are not presented because the information is unavailable.

TEXAS PACIFIC LAND TRUST
Notes to Financial Statements
December 31, 1998, 1997 and 1996

(8) SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

The following tables present unaudited financial data of the Trust for each quarter of 1998 and 1997:

<TABLE>
<CAPTION>

	QUARTER ENDED			
	DECEMBER 31, 1998	SEPTEMBER 30, 1998	JUNE 30, 1998	MARCH 31, 1998
<S>	<C>	<C>	<C>	<C>
Income	\$ 3,699,273	1,408,955	1,781,692	3,589,750
Income before provision for Federal income taxes	\$ 3,378,559	979,590	1,365,700	3,117,689
Net income	\$ 2,262,495	683,278	945,835	2,141,653
Net income per Sub-share Certificate	\$.84	.25	.35	.78

<CAPTION>

	QUARTER ENDED			
	DECEMBER 31, 1997	SEPTEMBER 30, 1997	JUNE 30, 1997	MARCH 31, 1997
Income	\$ 1,692,622	4,068,850	3,670,579	3,642,986
Income before provision for Federal income taxes	\$ 1,340,681	3,683,717	1,615,224	3,191,495
Net income	\$ 934,123	2,482,476	1,112,815	2,177,327
Net income per Sub-share Certificate	\$.34	.89	.39	.77

</TABLE>

INDEX TO EXHIBITS

Exhibit No.	Item
27	Financial Data Schedule

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<MULTIPLIER>1

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